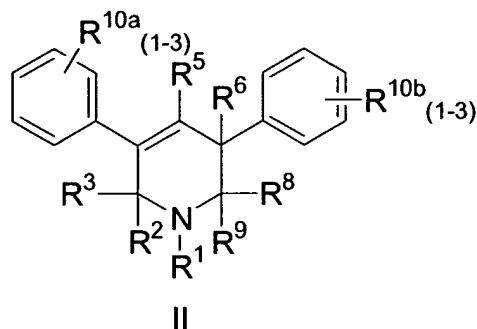


In the claims:

Please amend the claims as shown:

1. (Cancelled)
2. (Currently amended) A compound as illustrated by Formula II:



wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R¹ is selected from SO₂C₁-C₁₀ alkyl and (C=O)C₁-C₁₀ alkyl, said alkyl is optionally substituted with one, two or three substituents selected from R¹⁰; and SO₂NR^cR^{c'} and (C=O)NR^cR^{c'};

R², R³, R⁶, R⁸ and R⁹ are H;

R⁵ is H;

R¹⁰ is:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl;
- 2) (C=O)_aO_baryl;
- 3) C₂-C₁₀ alkenyl;
- 4) C₂-C₁₀ alkynyl;
- 5) (C=O)_aO_b heterocyclyl;
- 6) CO₂H;
- 7) halo;
- 8) CN;
- 9) OH;
- 10) O_bC₁-C₆ perfluoroalkyl;
- 11) O_a(C=O)_bNR¹¹R¹²;
- 12) S(O)_mR^a;
- 13) S(O)₂NR¹¹R¹²;
- 14) oxo;
- 15) CHO;
- 16) (N=O)R¹¹R¹²; or
- 17) (C=O)_aO_bC₃-C₈ cycloalkyl;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R¹³;

R¹¹ and R¹² are independently selected from:

- 1) H;
- 2) (C=O)O_bC₁-C₁₀ alkyl;
- 3) (C=O)O_bC₃-C₈ cycloalkyl;
- 4) (C=O)O_baryl;
- 5) (C=O)O_bheterocyclyl;
- 6) C₁-C₁₀ alkyl;
- 7) aryl;
- 8) C₂-C₁₀ alkenyl;
- 9) C₂-C₁₀ alkynyl;
- 10) heterocyclyl;

- 11) C₃-C₈ cycloalkyl;
- 12) SO₂R^a;
- 13) (C=O)NR^b₂;
- 14) oxo; and
- 15) OH;

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R¹³; or

R¹¹ and R¹² can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R¹³;

R¹³ is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl;
- 2) O_r(C₁-C₃)perfluoroalkyl;
- 3) (C₀-C₆)alkylene-S(O)_mR^a;
- 4) oxo;
- 5) OH;
- 6) halo;
- 7) CN;
- 8) (C=O)_rO_s(C₂-C₁₀)alkenyl;
- 9) (C=O)_rO_s(C₂-C₁₀)alkynyl;
- 10) (C=O)_rO_s(C₃-C₆)cycloalkyl;
- 11) (C=O)_rO_s(C₀-C₆)alkylene-aryl;
- 12) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl;
- 13) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂;
- 14) C(O)R^a;
- 15) (C₀-C₆)alkylene-CO₂R^a;
- 16) C(O)H;
- 17) (C₀-C₆)alkylene-CO₂H;

18) $C(O)N(R^b)_2$;

19) $S(O)_mR^a$; and

20) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, (C_1-C_6) alkoxy, halogen, CO_2H , CN, $O(C=O)C_1-C_6$ alkyl, oxo, and $N(R^b)_2$;

R^a is (C_1-C_6) alkyl, (C_3-C_6) cycloalkyl, aryl, or heterocyclyl;

said alkyl, cycloalkyl, aryl or heterocyclyl is optionally substituted with one or more substituents selected from R^f ;

R^b is H, (C_1-C_6) alkyl, aryl, heterocyclyl, (C_3-C_6) cycloalkyl, $(C=O)OC_1-C_6$ alkyl, $(C=O)C_1-C_6$ alkyl or $S(O)_2R^a$;

said alkyl, cycloalkyl, aryl or heterocyclyl is optionally substituted with one or more substituents selected from R^f ;

R^c and $R^{c'}$ are independently selected from: H, and (C_1-C_6) alkyl, aryl, heterocyclyl and (C_3-C_6) cycloalkyl, optionally substituted with one, two or three substituents selected from R^{13} , or

~~R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{13} ;~~

R^d and $R^{d'}$ are independently selected from: (C_1-C_6) alkyl, (C_1-C_6) alkoxy and NR^b_2 , or

R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 4-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e , O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{13} ;

R^e is selected from: H and (C₁-C₆)alkyl;

R^f is selected from: heterocyclyl; or amino substituted heterocyclyl; ~~(C₁-C₆)alkyl; amino (C₁-C₆)alkyl; (C₁-C₆)alkyl amino; hydroxy (C₁-C₆)alkyl; OH and NH₂; and~~

~~R^{10a} and R^{10b} are independently selected from:~~

- ~~1) — H;~~
- ~~2) — C₁-C₁₀ alkyl;~~
- ~~3) — C₂-C₁₀ alkenyl;~~
- ~~4) — C₂-C₁₀ alkynyl;~~
- ~~5) — OH;~~
- ~~6) — CN;~~
- ~~7) — halo;~~
- ~~8) — CHO;~~
- ~~9) — CO₂H;~~
- ~~10) — (C₁-C₆)alkyl amino; and~~
- ~~11) — (C₁-C₆)alkyl hydroxy;~~

R^{10a} is independently selected from H and fluoro;

R^{10b} is independently selected from H and OH;

and all other substituents and variables are as defined in Claim 1;

or a pharmaceutically acceptable salt or stereoisomer thereof.

3. (Cancelled)

4. (Cancelled)

5. (Cancelled)

6. (Currently amended) A compound selected from:

5-(2,5-difluorophenyl)-N,N-dimethyl-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

~~1-acetyl 5-(2,5-difluorophenyl)-3-phenyl-1,2,3,6-tetrahydropyridine;~~

5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

5-(2,5-difluorophenyl)-N,N-dimethyl-3-phenyl-3,6-dihydropyridine-1(2H)-sulfonamide;

(1S)-1-cyclopropyl-2-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-oxoethanamine;

5-(2,5-difluorophenyl)-N-methyl-N-(1-methylpiperidin-4-yl)-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

5-(2,5-difluorophenyl)-N-[2-(dimethylamino)ethyl]-N-methyl-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide

5-(2,5-difluorophenyl)-3-phenyl-1-(pyrrolidin-1-ylcarbonyl)-1,2,3,6-tetrahydropyridine

5-(2,5-difluorophenyl)-N-(2-hydroxyethyl)-N-methyl-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide

5-(2,5-difluorophenyl)-1-(2,2-dimethylpropanoyl)-3-phenyl-1,2,3,6-tetrahydropyridine

4-{{5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl}carbonyl}morpholine

4-{{5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl}acetyl}morpholine

2-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-N,N-dimethylacetamide

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-methyl-1-oxopropan-2-ol

N-tert-butyloxycarbonyl-1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-1-oxopropan-2-amine

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-methyl-1-oxopropan-2-amine

3-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-3-oxopropan-1-amine

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-1-oxopropan-2-amine

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A compound selected from:

2-[[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]carbonyl](methylamino)-
N,N-dimethylethanaminium trifluoroacetate

5-(2,5-difluorophenyl)-1-[2-(dimethylamino)-2-oxoethyl]-3-phenyl-1,2,3,6-tetrahydropyridinium
trifluoroacetate

5-(2,5-difluorophenyl)-1-[2-(dimethylamino)-2-oxoethyl]-3-phenyl-1,2,3,6-tetrahydropyridinium
trifluoroacetate

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-methyl-1-oxopropan-2-
aminium trifluoroacetate

3-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-3-oxopropan-1-aminium
trifluoroacetate and

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-1-oxopropan-2-aminium
trifluoroacetate.

8. (Original) The compound according to Claim 6 which is selected from:

5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

9. (Previously amended) A pharmaceutical composition comprising a
pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound
of Claim 2.

10. (Withdrawn/previously amended) A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 2.

11. (Currently amended) A pharmaceutical composition made by combining the compound of Claim 2 and a pharmaceutically acceptable carrier.

12. (Cancelled)

13. (Original) The composition of Claim 11 further comprising a second compound selected from: an estrogen receptor modulator, an androgen receptor modulator, a retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR- γ agonist, a PPAR- δ agonist; an inhibitor of cell proliferation and survival signaling, an agent that interferes with a cell cycle checkpoint, and an apoptosis inducing agent.

14. (Original) The composition of Claim 13, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP (matrix metalloprotease) inhibitor, an integrin blocker, interferon- α , interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-chloroacetyl-carbonyl)-fumagillol, thalidomide, angiostatin, troponin-1, or an antibody to VEGF.

15. (Original) The composition of Claim 13, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

16. (Cancelled)

17. (Withdrawn/previously amended) The method of treating or preventing cancer according to Claim 10 which further comprises administering a second compound

selected from: an estrogen receptor modulator, an androgen receptor modulator, retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR- γ agonists, a PPAR- δ agonist, an inhibitor of inherent multidrug resistance, an anti-emetic agent, an agent useful in the treatment of anemia, an agent useful in the treatment of neutropenia, an immunologic-enhancing drug, an inhibitor of cell proliferation and survival signaling, an agent that interferes with a cell cycle checkpoint, and an apoptosis inducing agent.

18. (Cancelled)

19. (Withdrawn/previously amended) The method of treating or preventing cancer according to Claim 17 wherein the second compound is paclitaxel or trastuzumab.

20. (Cancelled)